

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)
) Chapter 11
TRONOX INCORPORATED, et al.,)
) Case No. 09-10156 (ALG)
Debtors.) Jointly Administered
)

**AMENDED ORDER GRANTING APPLICATION OF THE OFFICIAL
COMMITTEE OF EQUITY HOLDERS OF TRONOX INCORPORATED
TO RETAIN AND EMPLOY PILLSBURY WINTHROP SHAW PITTMAN
LLP AS COUNSEL NUNC PRO TUNC TO MARCH 13, 2009**

Upon the application (the “Application”) of the Official Equity Security Holders Committee of Tronox Incorporated (the “Equity Committee”), appointed pursuant to §§ 1102(a) and 1102(b) of Title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (as amended, the “Bankruptcy Code”) by the United States Trustee for the Southern District of New York in the above-captioned cases, to retain and employ Pillsbury Winthrop Shaw Pittman LLP (“Pillsbury”) as counsel *nunc pro tunc* to March 13, 2009; and upon consideration of the Application and all responses and objections thereto, including the objection to the Application, dated April 2, 2009, submitted by the Official Committee of Unsecured Creditors (the “Creditors’ Committee), the limited objection to the Application dated April 3, 2009, submitted by Credit Suisse and the reply to such objection, dated April 5, 2009, submitted by the Equity Committee; and upon the record of the hearing held before this Court on April 7, 2009; and it appearing that the retention and employment of Pillsbury is necessary and in the best interests of the Equity Committee;

IT IS HEREBY ORDERED THAT:

1. The Application is granted to the extent provided herein.
2. The Equity Committee is authorized to retain and employ Pillsbury as its counsel effective *nunc pro tunc* to March 13, 2009 to represent the Equity Committee in these Chapter 11 cases with regard to: (i) whether it is in the best interests of the Debtors' estates to sell all or substantially all of the assets of the Debtors and the process and method used to conduct any such sale; (ii) any litigation brought by the Debtors' estates or their representatives against Anadarko Petroleum Corporation, Kerr-McGee Corporation and any of their affiliates; (iii) the negotiation and development of any plan of reorganization with respect to the Debtors; and (iv) any other matter that could materially affect the rights or interests of the equity holders and is not adequately addressed by either the Creditors' Committee or Debtors.
3. Upon request of the Equity Committee, the Debtors, the Debtors' financial advisors, the Creditors' Committee and its advisors shall be required, subject to all applicable privileges and other defenses, to provide reasonable information and analysis to Pillsbury as necessary for the Equity Committee to fulfill its fiduciary obligations with respect to its consideration of any of the categories identified in paragraph 2 above.
4. Pillsbury shall be compensated for its services and reimbursed for its expenses from the Debtors' estates upon appropriate application pursuant to §§ 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and the Local Rules for the United States Bankruptcy Court for the Southern District of New York, and any additional applicable procedures and orders of this Court; provided, however, that the monthly compensation procedures set forth in paragraph 2 of the Order Establishing Procedures for Monthly Compensation and Reimbursement of Expenses for Professionals and Members of

Official Committees [Docket No. 135] (the “Compensation Procedures Order”) shall not apply to Pillsbury and Pillsbury shall only be entitled to receive reasonable compensation for its services and reimbursement for its reasonable expenses, following (i) the filing and service of fee applications pursuant to paragraph 2(j) of the Compensation Procedures Order and (ii) entry of a final order of this Court allowing the compensation for services and reimbursement of expenses requested in such fee applications.

Dated: May 8, 2009
New York, New York

/s/ Allan L. Gropper
HONORABLE ALLAN L. GROPPER
UNITED STATES BANKRUPTCY JUDGE